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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Robert Membreno
As Trustee of SAI Trust,

Appellant,

-against-

Calpine Corporation, et al.

Appellees.

Civil Case I:08-cv-09797 (VM)

RULE 7.1 STATEMENT

CORPORATE DISCLOSURE STATEMENT OF CALPINE CORPORATION

Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure, and to enable District Judges and Magistrate Judges of the Court to evaluate possible disqualification or recusal, the undersigned counsel for Calpine Corporation, et al. (“Appellees”), a nongovernmental corporate party in this case, hereby certifies the following on behalf of Appellees:

I. Parent Corporations.

Calpine Corporation is the parent corporation.

II. Publicly Held Companies Owning 10% or More Of Its Stock.

As of December 15, 2008, the following publicly held companies owned 10% or more of Calpine Corporation's outstanding common stock: Luminous Energy Partners Master Fund, Ltd., LSP Cal Holdings II, LLC, and Harbinger Capital Partners Master Fund I, Ltd.

Dated: December 29, 2008
San Francisco, California

Respectfully submitted,

/s/ Christopher W. Keegan

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